

E-File: September 3, 2009

James I. Stang, Esq. (CA Bar No. 94435)
 Shirley S. Cho, Esq. (CA Bar No. 192616)
 Werner Disse, Esq. (CA Bar No. 143458)
 PACHULSKI STANG ZIEHL & JONES LLP
 10100 Santa Monica Blvd., 11th Floor
 Los Angeles, California 90067-4100
 Telephone: 310/277-6910
 Facsimile: 310/201-0760
 Email: jstang@pszjlaw.com
 scho@pszjlaw.com
 wdisse@pszjlaw.com

Zachariah Larson, Esq. (NV Bar No. 7787)
 LARSON & STEPHENS
 810 S. Casino Center Blvd., Ste. 104
 Las Vegas, NV 89101
 Telephone: 702/382.1170
 Facsimile: 702/382.1169
 Email: zlarson@lslawnv.com

Attorneys for Debtors and
 Debtors in Possession

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re:
 THE RHODES COMPANIES, LLC, aka
 "Rhodes Homes, et al.,¹
 Debtors.

Case No.: BK-S-09-14814-LBR
 (Jointly Administered)
 Chapter 11

¹ The Debtors in these cases, along with their case numbers are: Heritage Land Company, LLC (Case No. 09-14778); The Rhodes Companies, LLC (Case No. 09-14814); Tribes Holdings, LLC (Case No. 09-14817); Apache Framing, LLC (Case No. 09-14818); Geronimo Plumbing LLC (Case No. 09-14820); Gung-Ho Concrete LLC (Case No. 09-14822); Bravo, Inc. (Case No. 09-14825); Elkhorn Partners, A Nevada Limited Partnership (Case No. 09-14828); Six Feathers Holdings, LLC (Case No. 09-14833); Elkhorn Investments, Inc. (Case No. 09-14837); Jarupa, LLC (Case No. 09-14839); Rhodes Realty, Inc. (Case No. 09-14841); C & J Holdings, Inc. (Case No. 09-14843); Rhodes Ranch General Partnership (Case No. 09-14844); Rhodes Design and Development Corporation (Case No. 09-14846); Parcel 20, LLC (Case No. 09-14848); Tuscany Acquisitions IV, LLC (Case No. 09-14849); Tuscany Acquisitions III, LLC (Case No. 09-14850); Tuscany Acquisitions II, LLC (Case No. 09-14852); Tuscany Acquisitions, LLC (Case No. 09-14853); Rhodes Ranch Golf Country Club, LLC (Case No. 09-14854); Overflow, LP (Case No. 09-14856); Wallboard, LP (Case No. 09-14858); Jackknife, LP (Case No. 09-14860); Batcave, LP (Case No. 09-14861); Chalkline, LP (Case No. 09-14862); Glynda, LP (Case No. 09-14865); Tick, LP (Case No. 09-14866); Rhodes Arizona Properties, LLC (Case No. 09-14868); Rhodes Homes Arizona, L.L.C. (Case No. 09-14882); Tuscany Golf Country Club, LLC (Case No. 09-14884); and Pinnacle Grading, LLC (Case No. 09-14887).

Affects:

- ☒ All Debtors
☐ Affects the following Debtor(s)

NOTICE OF ENTRY OF ORDER

TO: ALL INTERESTED PARTIES:

YOU ARE HEREBY NOTICED that an **ORDER APPROVING MOTION TO APPROVE STIPULATION AMONG DEBTORS AND WELLS FARGO BANK, NATIONAL ASSOCIATION, AS AGENT, AUTHORIZING AGENT TO FILE CONSOLIDATED PROOFS OF CLAIM ON BEHALF OF ITSELF AND THE SECOND LIEN LENDERS *NUNC PRO TUNC* TO EXECUTION DATE OF STIPULATION [DOCKET 460]** was entered on September 3, 2009. A copy of the Order is attached hereto.

DATED this 3rd day of September, 2009.

LARSON & STEPHENS

/s/ Zachariah Larson, Esq.
Zachariah Larson, Bar No. 7787
Kyle O. Stephens, Bar No. 7928
810 S. Casino Center Blvd., Suite 104
Las Vegas, NV 89101
Attorneys for Debtor

LARSON & STEPHENS
810 S. Casino Center Blvd., Suite 104
Las Vegas, Nevada 89101
Tel: (702) 382-1170 Fax: (702) 382-1169



Entered on Docket
September 03, 2009

Hon. Linda B. Riegle
United States Bankruptcy Judge

LARSON & STEPHENS
810 S. Casino Center Blvd., Suite 104
Las Vegas, Nevada 89101
Tel: (702) 382-1170 Fax: (702) 382-1169

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THE RHODES COMPANIES, LLC, aka
"Rhodes Homes," et al.,¹

Chapter 11

Debtors.

Affects:



All Debtors



Affects the following Debtor(s):

Hearing Date: August 28, 2009

Hearing Time: 1:30 p.m.

Courtroom 1

**ORDER APPROVING MOTION TO APPROVE STIPULATION AMONG DEBTORS
AND WELLS FARGO BANK, NATIONAL ASSOCIATION, AS AGENT,
AUTHORIZING AGENT TO FILE CONSOLIDATED PROOFS OF
CLAIM ON BEHALF OF ITSELF AND THE SECOND LIEN LENDERS
NUNC PRO TUNC TO EXECUTION DATE OF STIPULATION [RE DOCKET NO. 373]**

The Court having considered the *Joint Motion to Approve Stipulation Among Debtors and Wells Fargo Bank, National Association, as Agent, Authorizing Agent to File Consolidated Proofs of Claim on Behalf of Itself and the Second Lien Lenders Nunc Pro Tunc to Execution Date of Stipulation* [Docket No. 373] (the "Motion") filed by The Rhodes Companies, LLC, and its affiliated debtor entities, as debtors and debtors in possession and the Agent, and having found that (a) it has jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. § 1334(b), (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), (c) the relief requested in the Motion is in the best interest of the Debtors and their respective estates, creditors, and equity security holders, (d) proper and adequate notice of the Motion and hearing thereon has been given and that no other or further notice is necessary, and (e) good and sufficient cause exists for the granting of the relief requested in the Motion after having given due deliberation upon the Motion and all of the proceedings before the Court in connection with the Motion; and after due deliberation and cause appearing therefor, it is hereby:

ORDERED that the Motion is **GRANTED** *nunc pro tunc* to the execution date of the Stipulation;²

(Case No. 09-14861); Chalkline, LP (Case No. 09-14862); Glynda, LP (Case No. 09-14865); Tick, LP (Case No. 09-14866); Rhodes Arizona Properties, LLC (Case No. 09-14868); Rhodes Homes Arizona, L.L.C. (Case No. 09-14882); Tuscany Golf Country Club, LLC (Case No. 09-14884); and Pinnacle Grading, LLC (Case No. 09-14887).

² Capitalized terms used but otherwise not defined herein shall have the same meaning ascribed to them in the Motion.

LARSON & STEPHENS
810 S. Casino Center Blvd., Suite 104
Las Vegas, Nevada 89101
Tel: (702) 382-1170 Fax: (702) 382-1169

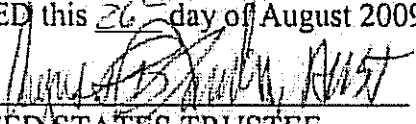
1 **ORDERED** that the *Stipulation Among Debtors and Wells Fargo Bank, National*
2 *Association, as Agent, Authorizing Agent to File Consolidated Proofs of Claim on Behalf of Itself*
3 *and the Second Lien Lenders*, attached hereto as Exhibit A, is approved;

4 **ORDERED** that the Agent is authorized to file the Consolidated Proofs of Claim on
5 behalf of itself and the Second Lien Lenders against the Debtors and the Consolidated Proofs of
6 Claim shall be deemed valid proofs of claim against each Debtor obligated under or with respect
7 to the Second Lien Credit Agreement *nunc pro tunc* to the execution date of the Stipulation;

8 **ORDERED** that this Court shall retain jurisdiction to hear and determine all matters
9 arising from the implementation of this Order.
10

11 ~~APPROVED AS TO FORM AND CONTENT:~~

12 DATED this 26th day of August 2009.

13 By: 
14 UNITED STATES TRUSTEE
15 August B. Landis
16 Office of the United States Trustee
17 300 Las Vegas Blvd. S., Ste. 4300
18 Las Vegas, NV 89101

19 Submitted by:
20 DATED this 28th day of August 2009.

21 By: /s/Zachariah Larson
22 LARSON & STEPHENS
23 Zachariah Larson, Esq. (NV Bar No 7787)
24 Kyle O. Stephens, Esq. (NV Bar No. 7928)
25 810 S. Casino Center Blvd., Ste. 104
26 Las Vegas, NV 89101
27 (702) 382-1170 (Telephone)
28 (702) 382-1169
zlarson@lslawnv.com
Attorneys for Debtors

LARSON & STEPHENS
810 S. Casino Center Blvd., Suite 104
Las Vegas, Nevada 89101
Tel: (702) 382-1170 Fax: (702) 382-1169

EXHIBIT A

LARSON & STEPHENS
810 S. Casino Center Blvd., Suite 104
Las Vegas, Nevada 89101
Tel: (702) 382-1170 Fax: (702) 382-1169

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 scho@pszjlaw.com
 wdisse@pszjlaw.com

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UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

In re:

THE RHODES COMPANIES, LLC, aka
 "Rhodes Homes," et al.,¹

Debtors.

Case No.: BK-S-09-14814-LBR
 (Jointly Administered)

Chapter 11

Affects:

- ☒ All Debtors
☐ Affects the following Debtor(s):

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**STIPULATION AMONG DEBTORS AND WELLS FARGO
BANK, NATIONAL ASSOCIATION, AS AGENT, AUTHORIZING
AGENT TO FILE CONSOLIDATED PROOFS OF CLAIM ON
BEHALF OF ITSELF AND THE SECOND LIEN LENDERS**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) and Wells Fargo Bank, National Association, as successor administrative and collateral agent (the “Agent”) under that certain Credit Agreement dated November 21, 2005 (as may have been amended from time to time, the “Second Lien Credit Agreement”), providing for a second lien senior secured credit facility in the original principal amount of \$70 million, by and through their respective undersigned counsel, enter into this stipulation (the “Stipulation”) authorizing the Agent to file consolidated proofs of claim on behalf of itself and the holders of the second lien loans (the “Second Lien Lenders”) against the Debtors, for the reasons and on the terms and conditions set forth below:

RECITALS

A. On either March 31, 2009 or April, 1, 2009 (collectively, the “Petition Date”), the Debtors each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). Pursuant to an order of the Court, the Debtors’ chapter 11 cases are being jointly administered.

B. On April 10, 2009, the Court entered the *Order Authorizing Joint Administration of Related Chapter 11 Cases and Setting Single Bar Date and Meeting of Creditors* [Docket No. 128], fixing May 7, 2009 as the date of the meeting of creditors for all Debtors in these cases. Pursuant to that Notice of Chapter 11 Bankruptcy Case, Meeting of Creditors, and Deadlines, 90 days after the date first set at the meeting of creditors, was set as the bar date for filing general unsecured claims in these chapter 11 cases, or August 5, 2009.

C. The Debtors are parties to the Second Lien Credit Agreement. The Agent, on behalf of itself and the Second Lien Lenders, asserts that the Debtors are indebted to the Second

LARSON & STEPHENS
810 S. Casino Center Blvd., Suite 104
Las Vegas, Nevada 89101
Tel: (702) 382-1170 Fax: (702) 382-1169

1 Lien Lenders under the Second Lien Credit Agreement in the aggregate principal amount of not
2 less than \$70,700,000, plus interest, fees and costs.

3 D. On July 30, 2009, the Agent filed consolidated proofs of claim against each of the
4 Debtors for all obligations due under the Second Lien Credit Agreement and related documents.

5 E. At the Agent's request, the Debtors have agreed that the Agent may file
6 consolidated proofs of claim on behalf of itself and the Second Lien Lenders against the Debtors.

7 **NOW, THEREFORE**, it is hereby stipulated and agreed by and between the
8 parties to this Stipulation, through their undersigned counsel, that:
9

10 1. To eliminate duplication and minimize costs, the Debtors hereby agree that the
11 Agent may file consolidated proofs of claim on behalf of itself and the Second Lien Lenders
12 against each of the Debtors; provided, however, that nothing contained herein shall affect the
13 right of any Second Lien Lender to file its own proof(s) of claim or to separately vote the amount
14 of its respective claim(s) based upon its holdings under the Second Lien Credit Agreement with
15 respect to any chapter 11 plan for which solicitation of acceptances may be sought in these
16 chapter 11 cases.
17

18 2. The filing by the Agent of the consolidated proofs of claim in accordance with
19 paragraph 1 hereof shall be deemed valid proofs of claim against each of the Debtors filed by the
20 Agent and each of the Second Lien Lenders under the Second Lien Credit Agreement.

21 3. The Agent shall not be required to file with its proof of claim any instruments,
22 agreements, notes or other documents (collectively, the "Documents") evidencing the amounts
23 due under the Second Lien Credit Agreement; provided, that, upon reasonable written request,
24 the Agent shall make copies of the Documents available to parties in interest.
25

26 4. The terms and provisions of this Stipulation shall be binding upon the Debtors
27 and any successors in interest and assigns, including, without limitation, any trustee.
28

LARSON & STEPHENS
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5. To the extent that the Court denies approval of this Stipulation, the Debtors agree to provide each of the Second Lien Lenders with an extension of time to file proofs of claim through and including the 30th day after the date of entry of an order of the Court denying approval of this Stipulation.

6. This Stipulation is for procedural purposes only, intended solely for the purpose of administrative convenience and minimizing costs, and shall not be interpreted or construed to affect substantively any right, claim, or defense (a) held by the Debtors, individually or collectively, with respect to such consolidated proofs of claim or any other claim filed against the estates; and (b) in respect of any consolidated proofs of claim filed by the Agent, including, but not limited to, the amount, extent, validity, priority, and enforceability of any claim asserted by such proof of claim.

Dated: July 30, 2009

STIPULATED AND AGREED:

By: /s/Shirley S. Cho

James I. Stang, Esq. (CA Bar No. 94435)
 Shirley S. Cho, Esq. (CA Bar No. 192616)
 Werner Disse, Esq. (CA Bar No. 143458)
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 Los Angeles, California 90067-4100
 Tel: (310) 277-6910
 Fax: (310) 201-0760
jestang@pszjlaw.com
scho@pszjlaw.com
wdisse@pszjlaw.com

By: /s/Benjamin L. Schneider

Mark R. Somerstein
 Benjamin L. Schneider
 ROPES & GRAY LLP
 1211 Avenue of the Americas
 New York, NY 10036-8704
 Tel: (212) 596-9000
 Fax: (212) 596-9090
Mark.Somerstein@ropesgray.com
Benjamin.Schneider@ropesgray.com
 Attorneys for Wells Fargo Bank, National
 Association, as Agent

LARSON & STEPHENS
 810 S. Casino Center Blvd., Suite 104
 Las Vegas, Nevada 89101
 Tel: (702) 382-1170 Fax: (702) 382-1169